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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	Case No. 08-13555 (SCC)
	:	
Debtors.	:	Jointly Administered
	:	

**DECLARATION OF MATTHEW A. SCHWARTZ IN
SUPPORT OF RESPONSE OF GIANTS STADIUM LLC TO DEBTORS'
OBJECTION TO PROOF OF CLAIM NUMBERS 64070 AND 64071**

MATTHEW A. SCHWARTZ hereby declares:

1. I am a member of the Bar of this Court and a Partner at Sullivan & Cromwell LLP, attorneys for Giants Stadium LLC ("Giants Stadium"). I submit this declaration to provide the Court with documents that are not in controversy and which are cited in Giants Stadium's Response.¹

2. [REDACTED] Redacted

[REDACTED]

¹ Capitalized terms not defined herein are ascribed the meaning in the Response.

3. [REDACTED]

[REDACTED]

[REDACTED]

4. [REDACTED]

[REDACTED]

5. Attached hereto as Exhibit D are excerpts from a true and correct copy of the transcript of the deposition of Christine Procops dated May 25, 2011.

6. Attached hereto as Exhibit E is a true and correct copy of ISDA Master Agreement and schedule thereto, dated July 27, 2007, and the confirmation, dated August 16, 2007, corresponding to the FGIC-insured swap between Giants Stadium and LBSF.

7. Attached hereto as Exhibit F is a true and correct copy of the ISDA Master Agreement and schedule thereto, dated July 27, 2007, and the confirmation, dated August 16, 2007, corresponding to the FSA-insured swap between Giants Stadium and LBSF.

8. [REDACTED]

[REDACTED]

9. [REDACTED]

[REDACTED]

10. [REDACTED]

[REDACTED]

11. [REDACTED]

[REDACTED]

[REDACTED]

12. [REDACTED]

[REDACTED]

13. Attached hereto as Exhibit L is an email from Kyle Ingram to Anne Cosgrove dated December 27, 2007 (HHR_LBI_PST_00262550).

14. [REDACTED]

[REDACTED]

15. [REDACTED]

[REDACTED]

16. [REDACTED]

[REDACTED]

17. [REDACTED]

[REDACTED]

18. [REDACTED]

[REDACTED]

19. [REDACTED]

[REDACTED]

20. [REDACTED]

[REDACTED]

21. [REDACTED]

[REDACTED]

[REDACTED]

22. Attached hereto as Exhibit U are excerpts from true and correct copies of Giants Stadium's Proof of Claim Numbers 64070 and 64071 dated October 29, 2009, reflecting the calculation statements dated October 2, 2008.

23. [REDACTED]

[REDACTED]

24. Attached hereto as Exhibit W are excerpts from a true and correct copy of the transcript of the omnibus hearing held by Judge Peck on November 14, 2012.

25. [REDACTED]

[REDACTED]

26. Attached hereto as Exhibit Y is a true and correct copy of the Indenture of Trust between Giants Stadium and The Bank of New York dated August 1, 2007 (GStad_LB_0006823).

27. [REDACTED]

[REDACTED]

28. Attached hereto as Exhibit AA is a true and correct copy of a Bloomberg Finance LP chart displaying the S&P 500 Index price history from October 1928 to October 1935 dated October 6, 2014.

29. Attached hereto as Exhibit BB are excerpts from a true and correct copy of the Expert Report of John J. Olvany dated March 15, 2010.

30. Attached hereto as Exhibit CC are excerpts from a true and correct copy of the Expert Report of Professor Paul Pfleiderer dated January 8, 2010.

Executed on this 7th day of October, 2014, in New York, New York.

I declare under penalty of perjury that the foregoing is true and correct.

/s/
Matthew A. Schwartz